

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

VIA FEDERAL EXPRESS



December 1, 1998

RECORDATION NO. 21820 FILED

DEC 2 '98

2-21 PM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 4, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Gateway Western Railway Company  
114 West Eleventh Street  
Kansas City, MO 64105-1804

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".

Susan Grokulsky  
Manager - Documents Administration

Enclosures

(GWWR005)

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Assign: GWWR005

**EXHIBIT A**  
to  
**RIDER NO. 1**

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of June, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Gateway Western Railway Company ("Lessee"), an Illinois corporation.

**W I T N E S S E T H:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 4, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 5, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. DOMBROWSKI  
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 6<sup>th</sup> day of November 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

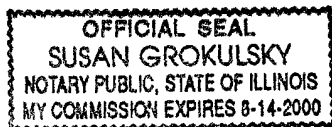
I, SUSAN GROKULSKY, a Notary Public of the County and State  
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of November,  
1998.

Susan Grokulskey  
Notary Public

My Commission Expires:

8/14/2000  
(Notary Public)



LESSEE:

GATEWAY WESTERN RAILWAY COMPANY

ATTEST:

By: D.H. Gill  
Name: D.H. Gill  
Title: President - GWR

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 31<sup>st</sup> day of October, 1998.

[CORPORATE SEAL]

APPROVED AS TO FORM

STATE OF Missouri  
COUNTY OF Jackson

R.P. By

I, Julie A. Robinson, a Notary Public of the County and State aforesaid, certify that D.H. Gill personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31<sup>st</sup> day of October, 1998.

Julie A. Robinson  
Notary Public

My Commission Expires:

**JULIE A. ROBINSON**  
**Notary Public - Notary Seal**  
**(Notary Public)**  
**Commissioned in Jackson County**  
**My Commission Expires July 14, 2002**

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

Seventy-five (75) 100-Ton 52 ft. 6 in. Gondola Railcars

Car Numbers

GWWR 003025 thru 003099, inclusive